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Tarrant County Texas

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Mary Louise Garcia

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AMENDMENT AND EXTENSION OF OIL AND GAS LEASE

THE STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TARRANT §

WHEREAS, on **January 18th, 2008**, an Oil and Gas Lease was entered into by and between **Gary R. Sharp and wife, Cynthia C. Sharp**, as Lessor(s), whose address is listed as 3007 Fox Hill Dr., Arlington, Texas 76015 and **Dale Property Services, LLC**, as Lessee, whose address is 2100 Ross Avenue, Suite 1870, LB-9, Dallas, Texas 75201; which is recorded in the Official Public Records of Tarrant County, Texas as **D208054517**; and,

WHEREAS, the property is described as follows:

0.372 acres of land, more or less, being Blk 7 Lot 21, West Park Estates, an addition to the City of Arlington, Tarrant County, Texas, being more particularly described by that certain Plat recorded in Volume 388-66, Page 28, Plat records of Tarrant County, Texas.; and,

WHEREAS, all of the rights, title and interest in said Lease were ultimately assigned to and acquired by Chesapeake Exploration, LLC, whose address is 6100 N Western Ave, Oklahoma City, Oklahoma 73118 ("Lessee"); and,

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and,

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below; and,

The Lease states that the Lessor(s) is as follows:

Gary R. Sharp and wife, Cynthia C. Sharp

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The LESSOR IDENTIFICATION within the said Oil and Gas Lease filed in the Official Public Records of Tarrant County, Texas as referenced above is deleted in its entirety and substituted with the following Lessor Identification:

Gary R. Sharp and Cynthia C. Sharp Trust

WHEREAS, Lessor and Lessee now desire to amend the Lease and extend the primary term of the Lease by an additional eighteen (18) months as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease to read as follows:

"The primary term shall extend to July 18, 2012 and for as long thereafter as oil, gas or other minerals covered hereby are producing in paying quantities from the leased premises, or from land pooled there with, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

The undersigned hereby further declares that the Lease in all of its terms and provisions, is a valid and subsisting oil and gas lease, and declares that the terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 17th day of January, 2011, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor(s) herein.

Lessor(s):

Gary R. Sharp and Cynthia C. Sharp Trust

By: *Gary R. Sharp*
Gary R. Sharp, as Trustee

By: *Cynthia C. Sharp*
Cynthia C. Sharp, as Trustee

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____
Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

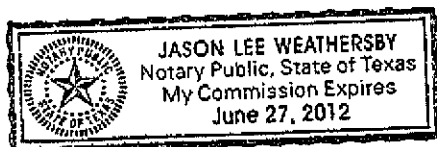
TOTAL E&P USA, INC., a Delaware corporation

By: _____
Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This foregoing instrument was acknowledged before me on the 17th day of January, 2011, by Gary R. Sharp and Cynthia C. Sharp, as Trustees of the Gary R. Sharp and Cynthia C. Sharp Trust, on behalf of said Trust.



Jason L. Weathersby
Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the ____ day of _____, 2011, by **Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel**, on behalf of **CHESAPEAKE EXPLORATION, L.L.C.**

Notary Public in and for The State of _____

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this ____ day of _____, 2011, by **Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____